

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2114

LISTED JUNE 15, 1962
977,022 shares without nominal or par value, of which 75,000 are subject to issuance.
Ticker abbreviation "SAV"
Dial ticker number 106
Post section 1.6

JUL 4 1962

TORONTO STOCK EXCHANGE

LISTING STATEMENT

SAYVETTE LIMITED

Incorporated under the laws of Canada by Letter Patent dated December 22, 1960, as amended by Supplementary Letters Patent dated March 6, 1961, May 23, 1961 and June 20, 1961.

CAPITALIZATION AS AT MAY 22, 1962

	AUTHORIZED	ISSUED	TO BE LISTED
Shares without Nominal or Par Value	2,500,000	902,022	977,022*

* Of which 75,000 are subject to issuance.

May 22, 1962.

1. APPLICATION

Sayvette Limited (hereinafter called the Company) hereby makes application for listing on the Toronto Stock Exchange of 977,022 shares without nominal or par value in the capital stock of the Company of which 902,022 are issued and outstanding as fully paid and non-assessable and 75,000 shares have been reserved against the exercise of options granted or to be granted to specific employees.

2. HISTORY

The Company was incorporated on December 22, 1960 under the laws of Canada for the purpose of engaging in the business of selling merchandise at retail in self-service discount-type- department stores.

Although the discount-type department store theory of retail merchandising is relatively new in Canada, it has met consumer acceptance in other countries. The Management of the Company believes that this method of merchandising is advantageous to and will enjoy the same response from Canadian purchasers for the following reasons:

- 1. Self-service reduces labour costs per dollar of sales and makes possible lower mark-ups and therefore reduced prices with increased savings to the consumer.
- 2. The elimination or reduction, at no inconvenience to the consumer, of many of the "frills" of conventional city store retailing, permits additional savings to be passed on to customers who desire to buy on a cash and carry basis.

HISTORY (continued)

3. Additional services, such as delivery and instalment credit, are available to those customers requesting them and who are willing to pay separately for such increased conveniences.
4. A high inventory turnover not only permits increased variety and newness, but also produces additional operating savings by requiring a smaller investment in inventory and by reducing mark-downs.
5. The availability of sufficient adjacent parking meets the needs of this motorized age.

The Company presently intends to create and operate a series of Sayvette stores throughout Canada in major urban and suburban centres. The Company further intends that each Sayvette store will be operated under unified management with central control of substantially all operations.

The Company intends to purchase and to sell primarily Canadian merchandise. However, for the convenience of customers, arrangements have been made for buying-office representation in other countries in order to make available additional merchandise.

3. NATURE OF BUSINESS AND NUMBER OF EMPLOYEES

The Company, having taken over the operation of the Leaside store from its wholly owned subsidiary, Sayvette (Ontario) Limited, now operates and manages in the Province of Ontario, two retail discount-type department stores. At the present time the Company has approximately 480 employees. The Company is committed for a third store in London, Ontario for opening in the early autumn of 1962 and is also committed for an additional store in the Toronto area for opening in October, 1962.

4. INCORPORATION AND CAPITAL CHANGES

The Company was incorporated as a private company by Letters Patent issued under the Companies Act (Canada) dated December 22, 1960 and pursuant to these letters patent the authorized capital of the Company was \$50,000 divided into 10,000 shares without nominal or par value. The objects of the Company as set out in the Letters Patent are broad wholesaling and retailing objectives. Supplementary Letters Patent were issued to the Company on the following dates for the following purposes:

MARCH 6, 1961

The capital stock of the Company was increased to 1,000,000 shares without nominal or par value, the aggregate consideration for the issue of which was limited to \$1,000,000.

MAY 23, 1961

The Company was converted into a public company and the capital stock of the Company was increased to 1,500,000 shares without nominal or par value, the aggregate consideration for the issue of which was limited to \$5,000,000.

JUNE 20, 1961

The 755,055 issued and 744,945 unissued shares of the Company were consolidated into 302,022 issued and 297,978 unissued shares and the authorized capital of the Company was then increased to 2,500,000 shares issuable for an aggregate consideration not exceeding in amount or value the sum of \$10,000,000.

5. NO PERSONAL LIABILITY—OPINION OF COUNSEL

Messrs. Borden, Elliot, Kelley & Palmer, Toronto, Ontario have filed in support of this application an opinion stating, among other things, that the Company has been duly incorporated and is a valid and subsisting Company in good standing, under the laws of Canada and that all the issued and outstanding shares in the capital of the Company are fully paid and non-assessable. Mr. J. T. Johnson, Q.C., who is a partner in the firm of Borden, Elliot, Kelley & Palmer, is a Director of the Company.

6. SHARES ISSUED DURING PAST TEN YEARS

Between the incorporation of the Company and June 19, 1961, the Company issued 755,055 shares at \$1.00 per share to not more than fifty shareholders. As previously noted, the 755,055 shares so issued were consolidated into 302,022 shares of the Company as presently constituted. The said shares were issued to procure funds for general corporate purposes.

On August 2, 1961 the Company issued through Deacon Findley Coyne Ltd., Bache & Co., and Ross, Knowles & Co. Ltd., as joint underwriters and optionees, 600,000 shares without nominal or par value.

7. STOCK PROVISIONS AND VOTING POWERS

All shares of the Company are common shares and entitle the holders thereof to one vote per share held.

JUL 4 1962



FIRST ANNUAL REPORT

SAYVETTE LIMITED

for the year ending December 30

1 9 6 1



▲ Thorncliffe Park discount department store—opened Sept. 7, 1961.

▼ Sayvette City discount department store — opened Nov. 16, 1961.



PRESIDENT'S LETTER

To Our Shareholders:

We are pleased to inform you that for the brief period during which our stores were open for business in the fiscal year ending December 30, 1961, your Company has made a small profit. This is a gratifying record for a company which had been in operation for less than four months, particularly in view of the difficulties usually associated with the opening of a new form of business enterprise.

Your Company is in a strong financial position, with working capital at year end of \$3,069,000, including cash of \$2,536,000.

Approximately one year ago, Sayvette was organized to inaugurate a new concept of merchandising in Canada. Five months later, the first Sayvette Store was opened at the Thorncliffe Market Place in Toronto. Over 155,000 people visited this store in its first three days of operation. On November 16, 1961, the second Sayvette Store was successfully opened in Sayvette City, a large shopping centre development at the important Metropolitan Toronto intersection of Yonge Street and Steeles Avenue. Your Company holds a five year option to acquire this desirable 37½ acre site.

Sales in both stores are an encouraging indication of the favourable acceptance which Sayvette's merchandising methods have received in the highly competitive Toronto retail market.

On April 17, 1962 we broke ground for our third store in London, Ontario. It is expected to open in the early Fall of this year and will be the dominant store in "White Oaks" — the largest Regional Shopping Centre between Hamilton and Windsor.

Our projections for 1962 forecast a successful year both in sales and in profit. There are a number of factors which should improve these projections:

- Consumer credit facilities have been made available for all of our stores.
- New important departments have been added in both existing stores.
- In the Sayvette City Store, we have just opened four new major departments — Furniture, Floor Covering, Custom Draperies, and Major Appliances.
- A new Discount Food Supermarket, operated by other interests, has been opened in the Sayvette City Shopping Centre. This store has 31,000 square feet of floor space and is already adding appreciably to the traffic both of the Centre and of the Sayvette Store.
- In the London, Ontario Store, as well as in all other of our future stores, a Discount Food Supermarket will be an integral part of each store.



Sayvette - National Office - Thorncliffe Park.

Your management is confident that Sayvette has established a successful formula for operating Discount Department Stores in Canada — namely, a centrally managed and controlled Department Store, selling quality goods at discount prices, in pleasant surroundings, with plenty of free parking and a policy of “Your goods satisfactory, or your money promptly refunded”. Evening shopping six nights a week is an important ingredient in our formula.

The favourable reputation which your Company has already gained is one of its most valuable assets. Your management intends to do everything in its power to maintain and enhance that reputation as time goes on. We are confidently building for the future with emphasis on solid substantial growth.

During this past year, we have brought together and developed a team of competent and experienced Buyers and Executives, as well as store personnel. We are also training and developing a group of junior executives who will be ready to fill responsible positions in our future stores.

I cannot close without expressing my deep appreciation for the loyalty and devotion of our entire staff who have worked so hard and so faithfully in this our first year to lay the foundation for a successful future for your Company.

HARRY W. SCHACTER, *President*

SAYVETTE

CONSOLIDATED

December 31, 2017

ASSETS

CURRENT

Cash on hand and in bank.....	\$2,536,255	
Accounts receivable.....	60,733	
Inventories valued at the lower of approximate cost or market.....	2,324,684	
Prepaid expenses.....	<u>25,291</u>	
TOTAL CURRENT ASSETS.....		\$4,946,963

FIXED

Fixtures and equipment.....	\$515,078	
Less: Accumulated depreciation.....	<u>8,662</u>	506,416
Leasehold improvements.....	261,650	
Less: Proportion written off.....	<u>1,937</u>	<u>259,713</u>
		766,129

OTHER (note 2)

Organization expenses.....	60,981	
Financing expenses.....	42,635	
Establishment and development costs.....	418,035	
Opening costs — stores.....	<u>258,964</u>	780,615
Cost to acquire minority interest (note 3).....		<u>225,000</u>
		<u>\$6,718,707</u>

Approved On Behalf Of The Board Of Directors

Harry W. Schacter - Director

Thomas L. Anderson - Director

The accompanying notes are an integral part of the Financial Statements

LIMITED

ALANCE SHEET

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LIABILITIES

CURRENT

Accounts payable and accrued expenses.....	\$1,595,389	
Sales and other taxes.....	57,694	
Equipment purchase instalments.....	215,286	
Customers' deposits.....	<u>9,599</u>	
TOTAL CURRENT LIABILITIES.....		\$1,877,968

SHAREHOLDERS' EQUITY

CAPITAL STOCK (note 4)

Authorized — 2,500,000 shares without nominal or par value

Issued and Fully Paid — 902,022 shares..... 4,835,055

EARNED SURPLUS

Net Profit.....	\$15,283		
Deduct: Proportion of other assets written off.....	<u>9,599</u>	<u>5,684</u>	<u>4,840,739</u>

\$6,718,707

Contingent Liability (note 6)

Long Term Leases (note 7)

tements and should be read in conjunction therewith.

Sayvette Limited
Consolidated Statement of Earnings
From Commencement (January 29, 1961) to December 30, 1961

Trading profit.....	\$1,099,944
Interest earned.....	57,546
	<hr/>
	1,157,490
Total operating expenses.....	1,131,608
	<hr/>
Net operating profit before depreciation.....	25,882
Depreciation	10,599
	<hr/>
NET PROFIT.....	<u>\$ 15,283</u>

Dates of Store Openings

Store No. 1, Thorncliffe Park, September 7, 1961. Store No. 2, Sayvette City, November 16, 1961.

VISE, RUMACK, SEIGEL, KURTZ AND COMPANY

CHARTERED ACCOUNTANTS

491 LAWRENCE AVENUE WEST

TORONTO 12, CANADA

AUDITORS' REPORT

To The Shareholders
Sayvette Limited
Toronto, Ontario

We have examined the Consolidated Balance Sheet of Sayvette Limited and its wholly-owned subsidiary as at December 30, 1961 and the Consolidated Statement of Earnings for the period then ended and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, and according to the best of our information and explanations given to us and as shown by the books of the companies, the accompanying Consolidated Balance Sheet, supplemented by the notes appended thereto, and the Consolidated Statement of Earnings are properly drawn up so as to exhibit a true and correct view of the state of the affairs of the Company as at December 30, 1961 and the result of operations for the period then ended, in accordance with generally accepted accounting principles.

Toronto, Canada
April 12, 1962

Vise, Rumack, Seigel, Kurtz & Co.

CHARTERED ACCOUNTANTS

Notes to Financial Statements, December 30, 1961

Note 1 Principles of Consolidation

The consolidated financial statements for the period ended December 30, 1961 include the accounts of Sayvette Limited and Sayvette (Ontario) Limited, a wholly-owned subsidiary.

Inter-company transactions, investments and accounts have been eliminated in the consolidated financial statements.

Note 2

The cost of other assets is being amortized in the Company's accounts over a ten-year period from date of store openings.

Note 3 Cost to Acquire Minority Interest

During 1961, Sayvette Limited acquired the minority interest of Sayvette (Ontario) Limited for a price of \$225,000. Sayvette (Ontario) Limited operated the store located in Thorncliffe Park, Toronto.

Note 4 Capital Stock

Of the authorized and unissued common shares, 75,000 shares are reserved under a Stock Option Plan adopted in 1961. In accordance with this plan there were 70,400 shares under option to key employees at December 30, 1961 at \$7.50 per share. These options may be exercised from time to time following fulfillment of certain conditions and restrictions and are for terms not in excess of five years. None of the options had been exercised to December 30, 1961.

Note 5

For the year 1961, salaries and fees of executive officers and directors holding salaried positions amounted to \$28,927.

Note 6 Contingent Liability

In connection with the construction of the Sayvette buildings, a dispute has arisen concerning the allocation of certain costs between the parties and an arbitration proceeding has been commenced. The precise amount involved in the dispute has not been finally determined.

Note 7 Long Term Leases

Sayvette (Ontario) Limited leased land, building and equipment for a period of thirty-five years commencing September 1, 1961, with options to renew for two further periods aggregating sixty-four years and with the option to purchase such land, building and equipment at any time between June 1, 2060 and August 31, 2060, at a price of \$1,230,435. Fixed annual rental payments amount to \$265,000 in addition to realty taxes and other charges to be borne by Sayvette (Ontario) Limited.

Sayvette Limited, the guarantor of this lease, subsequently acquired the lease from Sayvette (Ontario) Limited.

The Company leased an office building in Thorncliffe Park, Ontario, and a department store located in northern Metropolitan Toronto. The office building lease is for a period of thirty-five years commencing July 20, 1961, with options to renew for two further periods aggregating sixty-four years and with the option to purchase such land and building at any time between April 20, 2060 and July 19, 2060 at a price of \$150,000. The department store lease is for a period of thirty-five years commencing November 10, 1961, with options to renew for two further periods aggregating sixty-four years and with the option to purchase such land, building and equipment, at any time between August 10, 2060 and November 9, 2060, at a price of \$1,053,811.

Sayvette Limited has a five year option to purchase the entire interest in the shopping centre in northern Metropolitan Toronto in which the department store is situated. If the option is exercised during the first two years, the price to be paid is the owner's actual cost and expenses, as defined in the option agreement. Should the option to purchase be exercised after the first two years, the price to be paid will be the owner's actual cost and expenses, as defined in the option agreement, plus an additional 5% of the total cost per annum.

Note 8

Sayvette Limited and Sayvette (Ontario) Limited intend to claim capital cost allowance on the basis that under present income tax laws they are not permitted to charge off as an expense the rent payable under the leases referred to in Note 7, but that for tax purposes, they are deemed to have acquired such land, buildings and equipment. On this basis the Companies are intending to take capital cost allowance at the maximum rates permitted under the Income Tax Act. Accordingly, no provision for income taxes in the accounts of Sayvette Limited and Sayvette (Ontario) Limited is deemed necessary for the period ended December 30, 1961.

DISTINCTIVE ADVERTISING REFLECTS SAYVETTE'S HIGH STANDARD OF QUALITY

"What kind of a store is SAYVETTE?"

It's a fashion store...

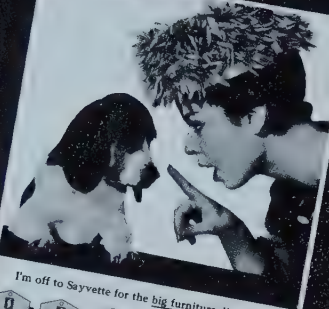
Spoil yourself...
for very little
at Sayvette
(for the holiday parties ahead)



Sayvette
the discount department store

It's a furniture store...

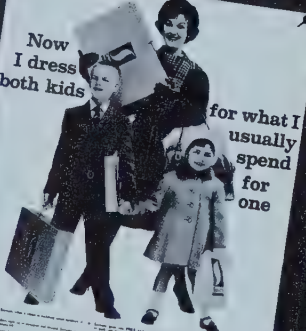
I'm off to Sayvette for the big furniture discounts*



Sayvette
the discount department store

It's a family furnishings store...


Now
I dress
both kids
for what I
usually
spend
for one



Sayvette
the discount department store

IT'S EVERYBODY'S STORE...

The discount store...
of all the people



Sayvette
the discount department store

Only the price is discounted -
never the quality

Sayvette
the discount department stores

Thorncliffe Park, Leaside • Sayvette City, Yonge & Steeles • Store Hours Mon. to Fri. 10 am. to 10 pm. • Sat. 9 am. to 10 pm.

Marketing

Canada's weekly newspaper for advertisers and sales executives

481 UNIVERSITY AVE.
TORONTO 2, CANADA
TELEPHONE: 362-5311

April 12, 1962

Mr. H. Blair,
Advertising Manager,
Sayvette Ltd.,
6220 Yonge St.,
Toronto, Ontario.

Dear Mr. Blair:

My compliments.

Your introductory ad campaign, was selected as an 'outstanding' campaign of 1961 from over 400 campaigns submitted by Canadian ad agencies for Marketing's appraisal. Yours was one of only 17 'outstanding' campaigns.

HOW IS SAYVETTE ABLE TO REDUCE PRICES ON ALL MERCHANDISE FROM 15 to 25%?



Men's Custom Tailored
MADE-TO-MEASURE SUITS
Imported & Domestic Fabrics
COMPARABLE VALUE 69.50 TO 79.50
58⁸⁶
only the price is discounted, never the quality



LADIES MAN TAILORED
SHORT SLEEVE SHIRTS
SIZES 12 TO 20
COMPARABLE VALUE 2.89
2 FOR 3⁰⁰



4 CYCLE
POWER LAWN MOWER
CLINTON ENGINE RECOIL STARTER 18" ROTARY BLADE
COMPARABLE VALUE 59.95
44⁴⁴
only the price is discounted, never the quality



FAMOUS WABASSO
"HOSTESS" QUALITY
SUPERFINE PERCALE
HEMMED SHEETS
SINGLE BED SIZE 72 x 104" REG. 4.48 DOUBLE BED SIZE 81 x 104" REG. 4.99
Sayvette Price **2⁹⁷** EACH
SOLD BY THE PAIR ONLY
only the price is discounted, never the quality

Sayvette's

Big Saving Policy

A survey made by Harvard University in collaboration with the National Retail Merchants Association of New York showed that out of every \$10 spent in a traditional department store \$1.25 goes for services the customer may neither want nor need . . . services that add not one cent to the value of the purchases that you pay for.

69c GOES FOR SALESPeOPLE even when you make your own selection.

23c GOES FOR SELLING SUPERVISION whether you required it or not.

22c GOES FOR CHARGE ACCOUNTS even if you bought for cash.

11c GOES FOR DELIVERY even if you took your purchase with you.

?? IN ADDITION varying amounts go to pay for show-cases, carpets, chandeliers, doormen, elevator operators . . . and other fancy frills.

. . .

By eliminating these costly, and often unnecessary extras, Sayvette is able to reduce prices by from 15 to 25 per cent on all merchandise. *Everyday . . . on every item . . . you get greater value and pay less at Sayvette.*

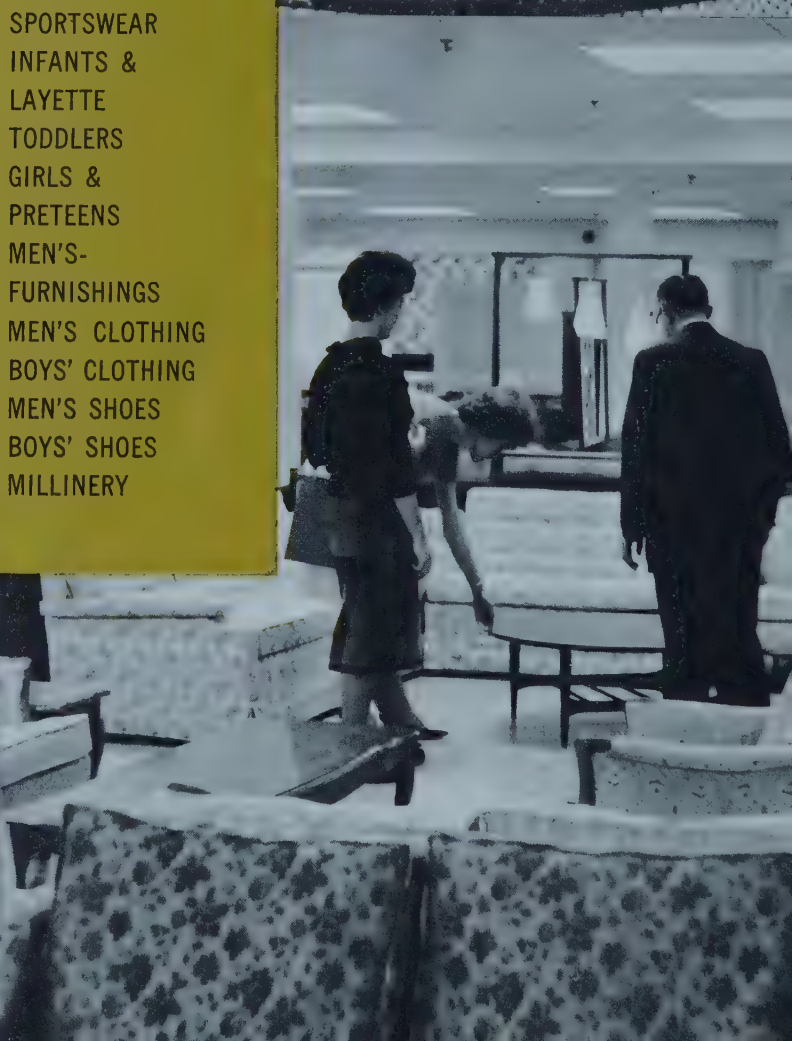
Only the price is discounted, never the quality



Soft Goods

NOTIONS
 JEWELLERY
 STATIONERY &
 BOOKS
 HOUSEHOLD-
 TEXTILES
 CURTAINS
 ACCESSORIES
 GLOVES
 HANDBAGS
 GIRDLES & BRAS
 HOSIERY
 LINGERIE
 WOMEN'S SHOES
 CHILDREN'S-
 SHOES

COATS & SUITS
 DRESSES
 SPORTSWEAR
 INFANTS &
 LAYETTE
 TODDLERS
 GIRLS &
 PRETEENS
 MEN'S-
 FURNISHINGS
 MEN'S CLOTHING
 BOYS' CLOTHING
 MEN'S SHOES
 BOYS' SHOES
 MILLINERY

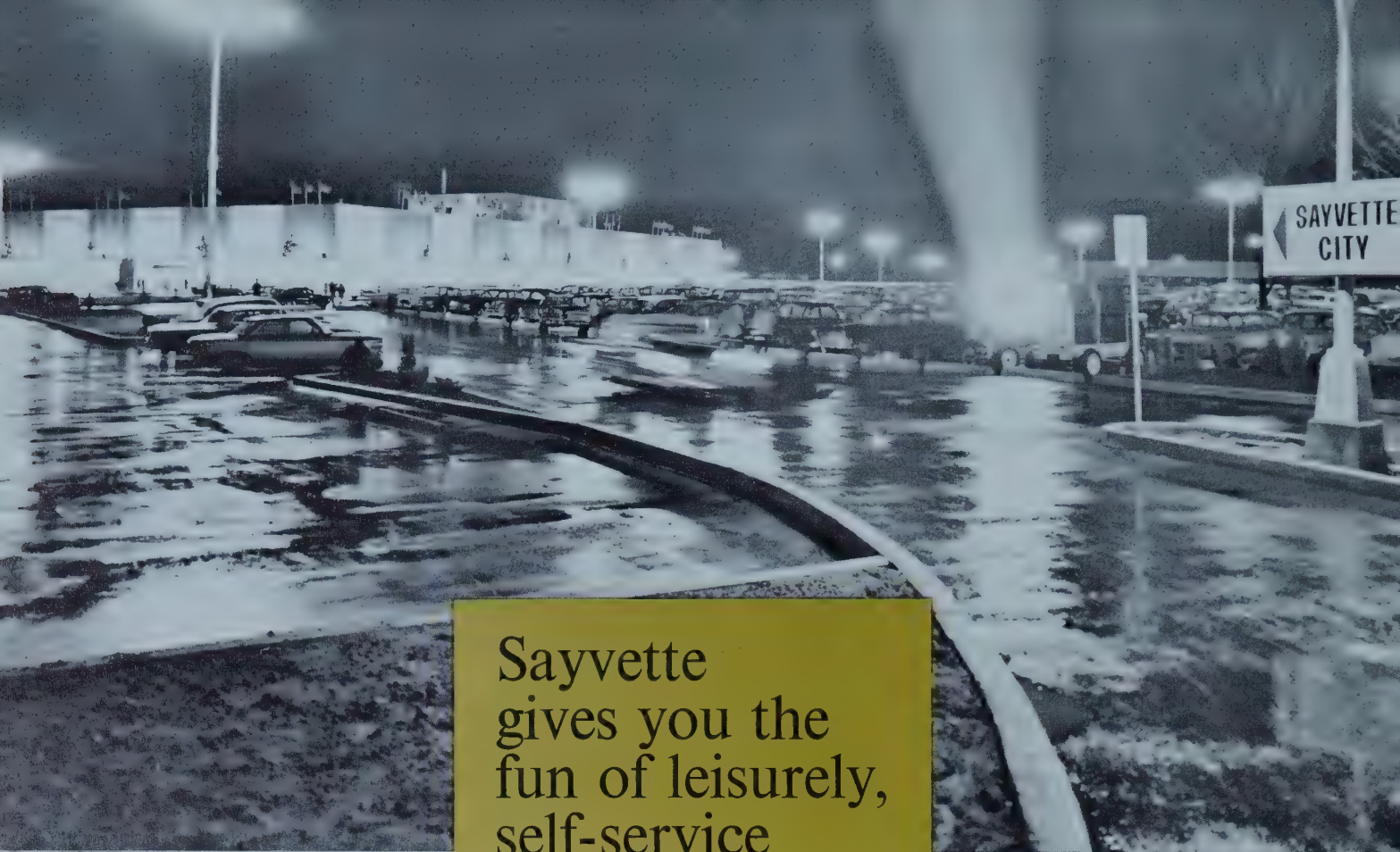




Hard Goods

GIFTWARE	AUTO-
HOUSEWARES	ACCESSORIES
MAJOR-	LAMPS & SHADES
APPLIANCES	JUVENILE-
MIRRORS &	FURNITURE
PICTURES	FURNITURE
PETS	SEWING-
GARDEN, HORT.	MACHINES
RADIOS & PHONO	VACUUM CLNRS
RECORDS &	PHARMAC'TICALS
ACCESSORIES	DRUGS,
SPORTING GOODS	COSMETICS
CAMERAS &	FLOOR COVER'GS
SUPPLIES	TOBACCO
TOYS & GAMES	WATCH REPAIRS
LUGGAGE	OPTICAL
CANDY	BEAUTY SALON
ELECTRICAL APP.	SNACK BAR
HARDWARE	





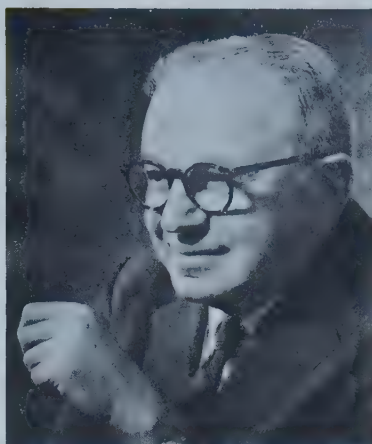
Sayvette
gives you the
fun of leisurely,
self-service
shopping with
your whole
family, for your
whole family,
6 nights
a week till
10 p.m.



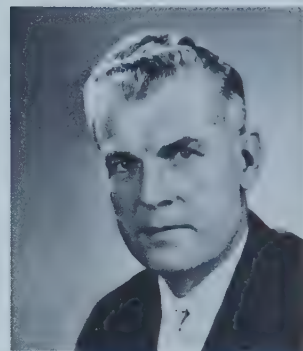
Sayvette's Board of Directors



PAUL G. JEFFREY
Executive Vice-President



HARRY W. SCHACTER
President and Chairman of the Board



NORMAN H. PENNEY
Secretary-Treasurer



DONALD ROSS
*President of
Ross, Knowles & Co. Limited*



THOMAS L. ANDERSON
*Vice-President
Formerly Chairman of the Board
Cockfield, Brown & Co. Ltd.*



DONALD M. DEACON
*Vice-President of
F. H. Deacon & Company Limited*



E. D. HUYCKE
*Partner of
Bache and Company*



H. L. WOLFSON
Financial and Business Consultant



JOHN THOMAS JOHNSON, Q.C.
Borden, Elliot, Kelley & Palmer



JAMES ROTTO
*Advertising and Management
Consultant*

Subsidiary Company.....Sayvette (Ontario) Limited

Head Office: 50 Overlea Boulevard, Thorncliffe Park, Toronto 17

Registrar and Transfer Agent.....Canada Permanent Toronto General Trust Company

Auditors.....Vise, Rumack, Seigel Kurtz & Co.

Bank.....The Toronto-Dominion Bank

National Office.....50 Overlea Boulevard, Thorncliffe Park, Toronto 17, Ontario



This symbol is Sayvette's seal of Integrity in pricing, advertising and customer relations. It signifies Sayvette's Pledge of **YOUR GOODS SATISFACTORY OR YOUR MONEY PROMPTLY REFUNDED** that goes with every item purchased at any Sayvette Discount Department Store.

8. DIVIDEND RECORD

The Company has not declared or paid any dividends since its incorporation.

9. RECORD OF PROPERTIES

The Company does not own any lands or buildings. A description of leased properties is covered in the attached Annual Report, Note 7—Long Term Leases which is part of the notes to Financial Statements.

10. SUBSIDIARY COMPANIES—SAYVETTE (ONTARIO) LIMITED

Incorporated as a private company under the laws of the Province of Ontario by Letters Patent dated December 29, 1960.

The objects of the Company as set out in the Letters Patent are broad wholesaling and retailing objectives. The subsidiary became inactive on December 30, 1961 when the Company took over the operation of the Leaside store.

CAPITALIZATION AS AT DECEMBER 30, 1961

	AUTHORIZED SHARES	UNISSUED	ISSUED	OWNED BY PARENT COMPANY
Common Stock without par value	100,000	60,950	39,050	39,040
Preferred Stock, non-voting, non-cumulative, redeemable preferred shares.	50,000	3,900	46,100	46,100

11. FUNDED DEBT

At the date hereof neither the Company nor its subsidiary has any funded debt.

12. OPTIONS, UNDERWRITINGS, ETC.

The Company has reserved out of its authorized and unissued shares an aggregate of 75,000 shares to be allotted upon the exercise of employee stock options. This is the only stock option or underwriting outstanding.

13. RESTRICTIONS ON CERTAIN SHARES

Under an agreement, dated August 2, 1961, the holders of 292,022 shares agreed with the underwriters not to sell or transfer their shares without the consent of the underwriters, until September 7, 1962, when such agreement terminates. At the present time, there are 182,022 shares still restricted. Stop orders have been filed with the transfer agent with regard to the shares so restricted.

14. LISTING ON OTHER STOCK EXCHANGES

No application has been made by the Company to list any of the shares in the capital of the Company on any other stock exchange.

15. STATUS UNDER SECURITIES ACT

The 600,000 shares without nominal or par value have been qualified for sale to the public through registered brokers in all of the Provinces of Canada in August 1961.

16. FISCAL YEAR

The fiscal year of the Company ends on the last Saturday of December each year.

17. ANNUAL MEETING

The first Annual Meeting was held at Thorncliffe Market Place in the Auditorium (2nd Floor), Overlea Boulevard, Thorncliffe Park, Leaside, Ontario, Canada, on Friday, the 18th day of May, 1962 at 9:30 o'clock in the forenoon. The By-Laws of the Company provide that the Annual Meeting shall be held at the Head Office of the Company or elsewhere in Canada, at such time as the Board of Directors may from time to time determine.

18. HEAD AND OTHER OFFICES

The Head Office of the Company is located at 50 Overlea Boulevard, Toronto 17, Ontario.
Store No. 1 is located at Thorncliffe Market Place, Overlea Boulevard, Toronto 17, Ontario.
Store No. 2 is located at 6220 Yonge Street, Toronto, Ontario.

19. TRANSFER AGENT & REGISTRAR

Canada Permanent Toronto General Trust Company, at its principal offices in Toronto and in Montreal, is the transfer agent and registrar of all the shares in the capital stock of the Company.

20. TRANSFER FEE

No fee is charged on stock transfers other than customary government stock transfer taxes.

21. AUDITORS

Vise, Rumack, Seigel, Kurtz & Co., 491 Lawrence Ave. West, Toronto, Ontario. Chartered Accountants.

OFFICERS

NAME	OFFICE	ADDRESS
Harry W. Schacter	President	56 Thorncliffe Park Drive, Toronto 17, Ontario
Paul G. Jeffrey	Executive, Vice President	412 Russell Hill Road, Toronto, Ontario
Thomas L. Anderson	Vice President	7 Thornwood Road, Toronto, Ontario
Norman H. Penney	Secretary-Treasurer	25 Ravensbourne Crescent, Islington, Ontario
William Elun	Controller and Assistant Treasurer	43 Treadgold Crescent, Don Mills, Ontario

DIRECTORS

Thomas L. Anderson	7 Thornwood Road, Toronto, Ontario
Donald M. Deacon	Unionville, Ontario
E. Douglas Huycke	76 Lascelles Blvd., Toronto, Ontario
John Thomas Johnson, Q.C.	98 Bedford Road, Toronto, Ontario
Norman H. Penney	25 Ravensbourne Crescent, Islington, Ontario
Donald G. Ross	34 Whitney Ave., Toronto, Ontario
James Rotto	4700 Connecticut Ave., N. W., Washington 8, D.C., U.S.A.
Harry W. Schacter	56 Thorncliffe Park Drive, Toronto 17, Ontario
Harry L. Wolfson	318 Vesta Drive, Toronto, Ontario

CERTIFICATE OF OFFICERS

Pursuant to a resolution duly passed by its Board of Directors, Sayvette Limited, hereby applies for listing of the above-mentioned securities on the Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.



SAYVETTE LIMITED

“HARRY W. SCHACTER”, President.
“N. H. PENNEY”, Secretary-Treasurer.

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

Distribution of Capital stock as of April 27th, 1962

Number	Shares
1,630 Holders of 1— 100 share lots.....	114,481
406 “ “ 101— 200 “	75,725
109 “ “ 201— 300 “ “	31,700
45 “ “ 301— 400 “ “	17,775
94 “ “ 401— 500 “ “	46,575
90 “ “ 501—1000 “ “	76,595
81 “ “ 1001— up “ “	539,171
2,455 Stockholders	Total shares.....902,022

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1240.
FILED, JANUARY 7th, 1964.

SAYVETTE LIMITED

Full corporate name of Company
Incorporated under The Companies Act of Canada by
Letters Patent dated December 22, 1960.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 937.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>By an agreement dated October 27th, 1964, a line of credit up to but not exceeding \$2,500,000 will be made available to the company for a period of five years. In consideration, the company has granted an option on 800,000 of its treasury shares at the price of \$3.25 per share (see item 6). The optionee has the right, in certain circumstances, to withdraw support of the line of credit, in which event the option will be either exercisable only to the extent that the company has become indebted to the optionee, or if it is not then indebted, the option will be terminated. (See Schedule "A" on Pages 3 & 4).</p> <p>By a second agreement dated October 27th, 1964, the optionee mentioned in the preceding paragraph has agreed to render certain other assistance to the company which is expected to enable the company to effect substantial savings. In consideration of this agreement and provided support of the line of credit shall not then have been withdrawn, the company will pay the optionee the sum of \$2,500,000 on November 15th, 1969, either in cash or by the issuance of shares pursuant to any unexercised portion of the above option, or a combination of both. If the financial support is withdrawn before that date by the optionee, the said payment will be reduced on a prorated basis. (See Schedule "B" on Page 4).</p>
2. Head office address and any other office address.	50 Overlea Blvd., Thorncliffe Park, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p><u>DIRECTORS</u></p> <p>THOMAS LEIGHTON ANDERSON, 7 Thornwood Road, Toronto, Ontario, Vice-President and Director of the Company from 1961 to date; President of Gaylord Printing Company Limited from early in 1961 to date; Chairman of the Board of Cockfield, Brown & Company Limited in 1954 through to the end of 1960 and prior to 1959; President of Cockfield, Brown & Company Limited.</p> <p>RUSSELL CONREY DAVIES, 857 Redding Road, Birmingham, Michigan, Retired; Managing Director and Executive Vice-President of S.S. Kresge Company Limited from 1950 to May 1958; Director of S.S. Kresge Company (Detroit) from 1954 to May, 1958.</p> <p>DONALD MACKAY DEACON, Glenburn Farms, Unionville, Ontario, Investment Dealer; Vice-President and Director of F. H. Deacon & Company Limited and Director of Deacon Findley Coyne Limited.</p> <p>PAUL GOFORTH JEFFREY, 412 Russell Hill Road, Toronto, Ontario, President of the Company from November 26, 1962 to date; Executive Vice-President of the Company from May 2, 1961, to November 20, 1962; engaged with McCann, Erickson (Canada) Limited from 1957 to May, 1961, latterly as a Vice-President.</p> <p>WILLIAM STRUAN ROBERTSON, 103 Crescent Road, Toronto, Ontario, Barrister and Solicitor.</p> <p>DONALD GORDON ROSS, 34 Whitney Avenue, Toronto, Ontario, Investment Dealer; President of Ross, Knowles & Co. Limited.</p> <p>JAMES ROTTO, 4700 Connecticut Avenue, N.W., Washington 8, D.C., Advertising and Management Consultant with offices in Washington, D.C.</p> <p><u>OFFICERS</u></p> <p>President and General Manager - Paul Goforth Jeffrey</p> <p>Vice-President - Thomas Leighton Anderson</p> <p>Comptroller and Secretary/ Treasurer - Fraser Edward Grimshaw</p> <p>Mr. Grimshaw resides at 53312 Waterford Drive, Weston, Ontario, has been with the Company since June 1, 1964, firstly as Comptroller and latterly as Comptroller and Secretary/Treasurer. From February 1956 - January, 1961 he was Comptroller with Oglivie Flour Mills Co. Ltd.; from April, 1961 to January, 1962 he was Secretary/Treasurer of Schneider-Cardon Ltd. and from January 1962 - April 1964 he was Comptroller and Treasurer of White Hardware Company Ltd. and Handy-Andy Coy. Limited.</p>

4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 2,500,000 shares without nominal or par value of which, at the date hereof, 1,129,200 shares have been issued and are outstanding as fully paid.												
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are outstanding (a) 2 floating charge debentures for \$500,000 and \$200,000 respectively, both held by The Royal Bank of Canada, and (b) 6½% 2nd Convertible Debentures (1963 issue) outstanding in the amount of \$247,000. The Company has agreed to give The Royal Bank of Canada a third floating charge debenture in the amount of \$300,000. It is proposed that the Company will negotiate with the Bank for the discharge of these floating charge debentures out of the sum of \$2,500,000 which the Optionee has undertaken to make available to the Company by way of a line of credit from a Canadian chartered bank.												
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	75,000 treasury shares have been set aside for issuance pursuant to an employees' stock option plan under which options in respect of 68,350 common shares have been granted and are outstanding. 98,800 treasury shares have been set aside for issuance upon conversion of the outstanding debentures. The debentures, the principal amount of which outstanding is \$217,000, are convertible on the basis of 400 common shares per \$1,000, principal amount of the debentures.												
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	It is a condition of the Optionee's undertaking to make the sum of \$2,500,000 available to the Company that the identity of the Optionee be not disclosed.												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to call for redemption all the outstanding debentures. The Company is taking steps to improve its operating earning power.												
10. Brief statement of company's chief development work during past year.	The company has been carrying on the business of department store merchandising.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None, except for inventory and equipment to be purchased in the ordinary course of the business of the Company.												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Not applicable												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Names and addresses of largest shareholders of Company</p> <table> <tr> <th>Name & Address</th><th>Number of Common Shares</th></tr> <tr> <td>F. H. Deacon & Company Limited, 181 Bay Street, Toronto 1, Ont.</td><td>49,805</td></tr> <tr> <td>Roytor & Co. # 1 Account, c/o The Royal Bank of Canada 2 King Street East, Toronto, Ontario</td><td>28,632</td></tr> <tr> <td>Bache & Co. 360 Bay Street, Toronto, Ontario</td><td>20,940</td></tr> <tr> <td>Cains & Co., c/o The Bank of Montreal, Drummond & St. Catherine's Streets Branch, 1205 St. Catherine's St. West, Montreal 2, P.Q.</td><td>20,000</td></tr> <tr> <td>Ross, Knowles & Co. North American Life Building, 105 Adelaide St. West, Toronto 1, Ontario</td><td>19,904</td></tr> </table> <p>"The Company does not know whether the shares referred to above in this Item 15 are beneficially owned by the respective shareholders referred to above."</p>	Name & Address	Number of Common Shares	F. H. Deacon & Company Limited, 181 Bay Street, Toronto 1, Ont.	49,805	Roytor & Co. # 1 Account, c/o The Royal Bank of Canada 2 King Street East, Toronto, Ontario	28,632	Bache & Co. 360 Bay Street, Toronto, Ontario	20,940	Cains & Co., c/o The Bank of Montreal, Drummond & St. Catherine's Streets Branch, 1205 St. Catherine's St. West, Montreal 2, P.Q.	20,000	Ross, Knowles & Co. North American Life Building, 105 Adelaide St. West, Toronto 1, Ontario	19,904
Name & Address	Number of Common Shares												
F. H. Deacon & Company Limited, 181 Bay Street, Toronto 1, Ont.	49,805												
Roytor & Co. # 1 Account, c/o The Royal Bank of Canada 2 King Street East, Toronto, Ontario	28,632												
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Cains & Co., c/o The Bank of Montreal, Drummond & St. Catherine's Streets Branch, 1205 St. Catherine's St. West, Montreal 2, P.Q.	20,000												
Ross, Knowles & Co. North American Life Building, 105 Adelaide St. West, Toronto 1, Ontario	19,904												

Sayvette

LIMITED • THORNCLIFFE PARK • POSTAL STATION R • TORONTO 17 • ONTARIO • 421-9509

October 27, 1964

Dear Sirs:

This will confirm our recent discussions.

(1) We represent and warrant to you that our authorized capital is 2,500,000 shares without par value of which 1,121,600 shares are issued and outstanding at the date hereof, and that no option or other right of any kind to acquire any of our shares exists except as follows:

- (a) convertible debentures are outstanding convertible into an aggregate of 106,400 shares;
- (b) employee stock options are outstanding covering an aggregate of 75,000 shares.

(2) We further represent and warrant that the financial position is substantially the same as that disclosed in our audited financial statements as at July 25, 1964, which have been furnished to you.

(3) You agree to make or cause to be made forthwith the necessary arrangements for the extension to us by a Canadian chartered bank, upon the provision by us of the usual forms of banking security, of a line of credit of such amount as may from time to time be necessary for the purpose of our business, up to but not exceeding \$2,500,000, which line of credit shall, subject to the right of withdrawal hereinafter provided, remain available to us up to and including November 1, 1969.

(4) In consideration of the provision of such financial support, we hereby irrevocably grant to you, your successors and assigns, the option to subscribe for and to purchase from our Treasury up to 800,000 shares without par value in the capital stock of our Company at the price of \$3.25 per share.

The option shall be exercisable by you or by your successors or assigns in the following manner and upon the following terms and conditions:-

- (a) The option shall be exercisable at any time and from time to time up to and including November 1, 1969, and may be exercised in respect of all or from time to time in respect of any of the said 800,000 shares;
- (b) The option shall be exercised on each occasion by mailing or delivering written notice of exercise thereof to us at our principal place of business in the Municipality of Metropolitan Toronto;
- (c) The purchase price for the number of shares in respect of which each exercise of the option is made shall be paid to us at our said principal place of business within 10 days from the date of such exercise. Such payment may be made in the following manners, namely,
 - (i) by certified cheque; or
 - (ii) by written direction from you to apply against the purchase price the amount, or part thereof, of our indebtedness, if any, to you; or
 - (iii) partly in the one manner and partly in the other.

(5) We further covenant with you as follows:-

- (a) We will forthwith take the steps necessary to obtain Toronto Stock Exchange approval to the transaction herein without disclosing your identity other than in confidence to the President of the said Exchange. In the event such approval is refused, all obligations of both parties hereunder shall terminate provided, however, that we shall relieve you or your assignees of any obligations under guarantees or other liabilities which you or such assignees may have incurred in connection with the matters herein referred to pending the execution of this agreement or such Stock Exchange approval.
- (b) We will not, during the period of this option, declare any dividends on our shares without your consent.
- (c) We will not, during the period of this option, make any changes whatever in our authorized or issued share capital

(6) You shall be entitled to withdraw your support of the said line of credit at such time as Deacon Findley Coyne Limited and/or F. H. Deacon & Company Limited are unable to control the election of our directors in numbers sufficient to constitute one more than a minimum majority of the Board, and in such event, provided we shall not then be indebted to you, this option shall forthwith be terminated. If at the date of such withdrawal, we shall have become indebted to you whether as a result of the provision of such support by you or otherwise, you shall be entitled to purchase shares pursuant to the option and to apply against the purchase price the amount, or part thereof, of such indebtedness.

Yours truly,

SAYVETTE LIMITED

Bv

By

SCHEDULE "B"

Sayvette

LIMITED • THORNCLIFFE PARK • POSTAL STATION R • TORONTO 17 • ONTARIO • 421-0500

October 27, 1964

Dear Sirs:

Under today's date, you have agreed to provide or cause to be provided certain financial support to us over a maximum period of five (5) years and, in consideration of the provision of such financial support, we have granted to you or to your successors and assigns, an option to purchase certain of our shares.

You have also agreed to assist us in re-negotiation of certain leases and to provide advice and consultation to our management. In consideration of such agreement by you (and of the sum of \$1.00 paid by you to us, receipt of which by us is hereby acknowledged) we have agreed to pay to you the sum of \$2,500,000 on November 15, 1969, provided that the financial support referred to in the first paragraph of this letter, shall not then have been withdrawn. The said sum of \$2,500,000 shall be paid to you, at your direction, either in cash or by the issuance to you of Treasury shares pursuant to any unexercised portion of your said option, or a combination of both.

In the event that such financial support is withdrawn from us before the end of the said five-year period, the said sum of \$2,500,000 to be paid to you shall be reduced by \$500,000 for each full twelve-month period remaining between the date of such withdrawal and the end of such five-year period.

In the event that Toronto Stock Exchange approval to the option above referred to is refused, the obligations of both parties under the above-mentioned agreement to provide financial support and under this agreement will terminate.

Our obligations hereunder shall not come into force or effect until the letter agreement of even date herewith has been confirmed by the shareholders of Sayvette Limited as therein provided.

Yours truly,

SAYVETTE LIMITED

By

By

AGREED TO:

FINANCIAL STATEMENTS

Prepared December 7, 1964

SAYVETTE LIMITED CONSOLIDATED BALANCE SHEET AS AT OCTOBER 24, 1964

ASSETS		LIABILITIES	
Current		Current	
Cash	48,771	Bank Loan	700,000
Receivables - after deducting allowances for doubtful accounts	231,494	Accounts Payable - Merchandise	2,205,308
		- Other	93,413
Inventory - values at the lower of approximate cost or market	3,153,832		
		Accrued Expenses	24,011
Pre-paid Expenses	<u>128,915</u>	Sales & other taxes	<u>64,066</u>
			3,086,798
Fixed at Cost			
Fixtures & Equipment	779,731	6½% Second Convertible Debenture	
Acc. Depreciation	<u>151,516</u>	1963 Issue	266,000
Leasehold Improvements	529,344		
Amortization to Date	<u>37,632</u>		
Other - at cost less amounts written off		Shareholders' Equity	
Other Deferred Expenses	491,712	Capital Stock	
Organizing Expenses	<u>240,508</u>	Authorized	
Financing Expenses	51,726	2,500,000 shares without nominal or par value	
Bond Discount & Expenses	62,274	Issued and Fully Paid -	
Establishment & Development costs	32,458	1,120,400 shares	5,414,000 (1)
Store Opening Costs	389,699		
	<u>429,292</u>	Less deficit at Dec. 28, 1963	<u>2,032,869</u>
Cost to Acquire Minority Interest	1,205,957		3,381,131
	225,000	Loss for Year	536,048
		Amortization of other Assets	<u>83,985</u>
			(620,033)
			6,113,896

(1) Holders of Debenture issue of \$300,000 Principal Amount of 6½% Second Convertible Debentures (1964 issue) exercised their conversion privileges on June 18, 1964, with the result that all 108,000 shares have been issued and are outstanding as fully paid and non-assessable shares.

Alexander

1-2-64 (rev)

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present board of directors of the Company are in a position to affect materially control of the Company provided they obtain the necessary proxies from other shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Except for ownership of the shares in the Company's wholly owned and inactive subsidiary, Sayvette (Ontario) Limited, the Company's assets do not include shares or other securities of any other company.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Apart from the contracts relating to the matters referred to in the answer to paragraph 1 above, other material contracts entered into by the company which are still in effect are the five (5) Indentures of Lease and one (1) Indenture of sub-lease respecting the various store and office premises occupied by the company. Particulars of these Indentures are on file at the Toronto Stock Exchange.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>(1) There are no other material facts not disclosed herein.</p> <p>(2) No shares of the Company are in the course of primary distribution to the public.</p>

DATED December 23, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

SAYVETTE LIMITED

"P.G. Jeffrey"

CORPORATE
SEAL

"T.L. Anderson"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

11/12/69

FILING STATEMENT NO. 1719
FILED DECEMBER 22, 1969.

SAYVETTE LIMITED

Full corporate name of Company
Incorporated under Part 1 of the Canada Corporations Act by
Letters Patent dated December 22, 1960
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement No. 1240.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Exercise by Loblaw Groceterias Co., Limited on October 30, 1969 of its option to purchase 800,000 shares of the Company at \$3.25 per share; (2) Agreement by Loblaw Groceterias Co., Limited to relinquish its claim for \$2,500,000 from the Company and to continue to provide financial assistance to the Company on mutually satisfactory terms; (3) Agreement by the Company to purchase 99.3% of the shares of York Trading Limited (being 26,250 issued common and 1,942,500 issued preference shares) from Food Markets Holdings Limited, a wholly-owned subsidiary of Loblaw Groceterias Co., Limited, in return for 1,191,780 shares of the Company. The authorized capital of York Trading Limited is 30,000 common shares without par value and 2,000,000 3% non-cumulative redeemable preference shares of the par value of \$1.00 each. The issued and outstanding capital is 26,433 common and 1,956,042 preference shares. The agreement was approved by the shareholders of the Company.
2. Head office address and any other office address.	Thorncliffe Park, Postal Station R, Toronto 17, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" attached. Unless otherwise stated all persons named have carried on the same chief occupations for five years or more. See Schedule "A" on page 3
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 2,500,000 shares without par value, not to be issued for more than \$10,000,000. Issued and Outstanding: 2,040,025 shares for \$8,323,207.50 - including the 800,000 shares issued to Loblaw Groceterias Co., Limited (see Item 1.(1)).
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	NIL
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	(1) The Company has applied for Supplementary Letters Patent increasing its authorized capital from 2,500,000 no par value shares, not to be issued for more than \$10,000,000 to 4,000,000 no par value shares not to be issued for more than \$15,000,000. The Company has entered into an agreement with Food Markets Holdings Limited (a wholly-owned subsidiary of Loblaw Groceterias Co., Limited) to purchase 99.3% of the outstanding shares of York Trading Limited for 1,191,780 treasury shares of the Company (See Schedule "A"). The agreement was approved on November 21, 1969 by the shareholders of the Company at a special general meeting called for that purpose, and was signed on December 3, 1969. The Company will endeavour to obtain the remaining .7% of the outstanding share capital of York Trading Limited at reasonable prices. (2) The Company's Employee Stock Option Plan is already on file with the Exchange. The number of shares forming the Option Plan is 75,000. Of these 62,450 shares are presently under option to the employees mentioned in Schedule "C", and the option price is \$3.70 per share

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>Employees Stock Option Plan previously filed Balance outstanding December 1, 1969 - 62,450 shares to 120 employees. See Schedule "B" attached for details of employees to whom options have been granted.</p> <p>See Schedule " B" on page 4</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>N/A</p>
<p>9. Brief statement of company's future development plans; including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The combination of general merchandising and food merchandising is becoming increasingly popular. Acquisition of York Trading Limited gives the Company a strong base for entering into this new area. York Trading Limited is an established wholesale distributor of food and allied products, which it supplies to independent grocers throughout Southern Ontario. Customers include Becker's Milk, Carload and Superior stores. York Trading Limited has purchasing rights which will be of considerable value to the Company in its own purchasing.</p> <p>Similarly, the Company's buyers will assist York Trading to expand its handling of non-food items.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>A new department store is scheduled to open in Ajax, Ontario on February 26th, 1970. Contracts have been signed to construct a new department store in Barrie, Ontario, anticipated to open in the early Fall of 1970.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Food Markets Holdings Limited (see Item 7) is the vendor of the shares of York Trading Limited. The consideration is the treasury shares mentioned in Item 6.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>Food Markets Holdings Limited, 7th floor, 250 University Avenue, Toronto, will receive 100% interest in the shares of the Company to be received by the vendor. Loblaw Groceterias Co., Limited, 545 Lakeshore Blvd. West, Toronto 2B, Ontario, owns 100% of Food Markets Holdings Limited.</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>N/A</p>
<p>14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)</p>	<p>N/A</p>
<p>15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.</p>	<p>See Schedule "C". The shares held by Loblaw Groceterias Co., Limited and George Weston Limited are beneficially owned by these companies. The Company has no knowledge as to the beneficial ownership of the shares held by the other holders mentioned in the Schedule.</p> <p>See Schedule "C" on page 7</p>

DIRECTORS

THOMAS LEIGHTON ANDERSON: 7 Thornwood Road, Toronto, Ontario
Vice-President and Director of the Company from 1961 to date;
President of Gaylord Printing Company Limited from early in
1961 to date.

DONALD MACKAY DEACON: Glenburn Farms, Unionville, Ontario.
M.P.P. York Centre. Director of the Company from 1961 to date.
formerly Investment Dealer, Vice-President and Director of
F. H. Deacon & Company Limited and Director of Deacon Findley
Coyne Limited.

ABRAHAM GOLD: 4951 Glencairn, Montreal.
President and Director of the Company since August, 1967.
President and Director of Riverside Yarns Ltd., Secretary-
Treasurer and Director of People's Department Stores Limited.

WILLIAM STRUAN ROBERTSON, Q.C.: 103 Crescent Road, Toronto, Ont.
Barrister and Solicitor, partner, Borden, Elliot, Kelley and
Palmer, Director of the Company since December, 1964.

WILLIAM GEORGE BRYON SIMS: 103 Strath Avenue, Toronto, Ontario.
Director of the Company since April 1967, Vice-President of
Power Super Markets Limited, formerly Controller.

LEON EDWARD WEINSTEIN: 116 Old Forest Hill Road, Toronto, Ont.
Director of the Company since May, 1966, President Loblaw
Groceries Co. Limited, since 1968. President of Power Super
Markets Limited.

BENJAMIN HOWARD SHELLY: 1404 Birchwood Drive, Clarkson, Ontario.
Director of the Company since May, 1966, Vice-President of
National Grocers Company Limited.

OFFICERS

PRESIDENT & CHIEF EXECUTIVE OFFICER - ABRAHAM GOLD

VICE-PRESIDENT - THOMAS LEIGHTON ANDERSON

VICE-PRESIDENT - NORMAN CHARLES VAN HATTEN

Mr. Van Hatten resides at 44 Jackes
Avenue, #2106, Toronto, has been with
the Company since September, 1, 1964,
firstly as Divisional Merchandise
Manager - Soft Goods, then General
Merchandise Manager, and latterly as
Vice-President and General Manager.

VICE-PRESIDENT FINANCE
AND ADMINISTRATION - FRASER EDWARD GRIMSHAW

Mr. Grimshaw resides at 53-312
Waterford Drive, Weston, has been
with the Company since June 1,
1964, firstly as Comptroller,
then Secretary-Treasurer, and
latterly as Vice-President Finance
and Administration

DECEMBER 3, 1969

EMPLOYEE STOCK OPTIONS
@ \$3.70 Per Share.

SUMMARY

1	@	19,375	=	19,375
1	@	6,750	=	6,750
1	@	3,000	=	3,000
10	@	1,000	=	10,000
3	@	750	=	2,250
11	@	500	=	5,500
7	@	400	=	2,800
15	@	300	=	4,500
13	@	200	=	2,600
53	@	100	=	5,300
5	@	75	=	375
<hr/>				<hr/>
<u>120</u>				<u>62,450</u>

SAYVETTE LIMITED			Mr. F. W. Hodgson 17 Rocheford Dr. #11A Don Mills, Ontario	750
Mr. A. Gold 4951 Glencairn, Montreal, Que.	19,375		Mr. J. Cairolì 49 Anndale Drive Willowdale, Ontario	1,000
N. C. Van Hatten 44 Jackes Ave. #2106 Toronto, Ontario	6,750		Mrs. M. I. Masters 20 Graydon Hall Dr. #304 Don Mills, Ontario	500
F. E. Grimshaw 53-312 Waterford Dr. Weston, Ontario	3,000		Mr. W. M. Worrall 375 Merton St. #302 Toronto 7, Ontario	500
Mr. G. P. Doty 57 Glenridge Ave. St. Catherines, Ont.	750		Mr. R. V. Rutherford 115 Princess Margaret Blvd. Islington, Ontario	500
Mr. R. Featherstone 20 Portree Crescent Thornhill, Ont.	1,000		Mr. B. Watson 2 Manaham Road West Hill, Ontario	500
Mr. R. Wood 5 Tangreen Crt. #1808 Willowdale, Ontario	1,000		Mr. N. G. Baum 225 Davisville Ave. #1001 Toronto, Ontario	500
Mr. L. A. Carmichael 94 Markland Dr. Etobicoke, Ontario	1,000		Miss K. Slater 45 Oakmount Rd. #1609 Toronto, Ontario	500
Mr. T. D. Reynolds 2911 Bayview Ave. #106A Willowdale, Ontario	1,000		Mr. G. Barrow 23 Quincy Crescent Willowdale, Ontario	500
Mr. H. R. Cummings 3504 Burnngelm Cres. Mississauga, Ont.	1,000		Mr. R. H. Blayney 2011 Lorelei Road Cooksville, Ontario	500
Mr. R. Gorrie 3490 Regal Road, Burlington, Ontario	1,000		Mrs. K. J. Townsend (Kingissepp) 40 Nina Street, Toronto 178, Ontario	500
Mr. K. N. Palmer 54 Confederation Dr. Scarborough, Ontario	750		Mrs. H. Nurse, 165 Cosburn Ave. #611 Toronto, Ontario	500
Mr. M. Harold 68 Poinsetta Drive Thornhill, Ontario	1,000		Mr. A. J. Beda 11 Broadbent Ave. #702 Scarborough, Ontario	400
Mr. P. B. White 11 Roe Avenue Toronto, Ontario	1,000		Mrs. E. L. Whitteker 447 Roswell Ave. #2, Toronto, Ontario	500
Mr. B. Tuinman 4 Hiley, Pickering, Ont.	400		Mrs. S. Saito, 64 Warner Ave. Toronto, Ontario	200
Mr. G. Helsby 4 Dumont Cres. Bramalea, Ontario	300		Mr. R. Rich, 47 Avenal Dr. Toronto 10, Ont.	100
Mr. C. M. Kennedy 23 Forbes Street, London, Ontario	400		Mr. J. Landles, 86 Sheynee, #216 London, Ontario	100
Mr. W. Bayer 3490 Cawthra Rd. Cooksville, Ontario	300		Mr. H. Ilgner 8150 Bayview Ave. #9 Thornhill, Ont.	100
Mr. E. F. Bailey 754 Ladybrooke Cres., London, Ontario	300		Mrs. D. Osborne, 9 John St. North, Port Credit, Ont.	100
Mr. R. Mott 32 Brookwell Dr. #203 Downsview, Ontario	400		Mr. C. W. Fraser 2155 Jenner Crt. Clarkson, Ont.	1,000
Mr. A. I. Brown 12 Glenaden Ave. West Toronto 18, Ontario	400		Mr. C. E. Lambert 26 Eastmoor Cres. Scarborough, Ont.	300
Mr. J. Leinung 28 Dunboyne Cres. Willowdale, Ontario	400		Mr. W. Nicol 146 Dowling Ave. #209 Toronto 3, Ontario	300
Mrs. Z. Pasic 30 Kelway Blvd. Toronto, Ontario	300		Mrs. G. Grunston, 27 Farnham Ave. Toronto 7, Ontario	300
Mrs. B. Wintrip 3617 Swirling Leaves Cr., Mississauga, Ontario	300		Mr. H. B. Corrigan R. R. #6, Peterborough, Ont.	300
Mr. W. Graham 3315 Fieldgate, #705 Mississauga, Ontario	200		Mr. W. B. Stephenson 51 Jarvis Street, Orillia, Ontario	300
Mr. R. Mitenko 2560 Kingston Road Scarborough, Ont.	200		Mr. A. D. Sleinin 1343 Third Ave. East Owen Sound, Ont.	300
Mrs. G. Parker, 65 Thorncliffe Park Dr. #40 Toronto 17, Ontario	200		Mr. J. H. Gilchrist 3189 King St. Kitchener, Ont.	300
			Mr. J. Manship 239 Ann Street, Belleville, Ont.	300

		Mrs. A. Hill, 1355 Silver Spear #901 Mississauga, Ont.	100
SAYVETTE LIMITED			
Mrs. M. Thompson, 898 8th St. Port Credit, Ont.	100	Mrs. E. Kitching 28 Binswood, Toronto, Ontario	100
Mr. W. C. Gair 2275 Boston Cres. Clarkson, Ont.	100	Mrs. J. M. Syms, 55 Flintwick Dr. Scarborough, Ont.	100
Mr. A. Hilton 10 Elizabeth St. S. #509 Port Credit, Ont.	100	Mrs. A. Mumford, 31 Linelle St. Willowdale, Ont.	100
Mrs. T. Wouters, 1505 Park Royale, Port Credit, Ont.	100	Mrs. J. A. Satterley 205 Main Street, Belmont, Ont.	100
Mrs. D. Larkins 1645 Dundas St. W. Mississauga, Ont.	100	Mr. S. Lazar 30 Warland Avenue Toronto, Ontario	100
Mr. R. Hattersley 1560 Bloor Street #63 Cooksville, Ont.	100	Mr. M. Mallouk, 221 Leton Ave. Scarborough, Ont.	75
Mr. V. Rowland 39 Culnan Ave. Toronto, Ontario	100	Mr. W. Blanchard 1140 Logan Ave. Toronto 6, Ont.	100
Mrs. H. Cadogan 2303 Eglinton Ave. E. Scarborough, Ont.	100	Mr. J. Van Ewyk, 3485 St. Clair Ave. E. #102 Scarborough, Ont.	100
Mr. P. Byrne, 45 Livingstone #407 Guildwood Village, Scarborough, Ont.	100	Mr. R. Armstrong 1284 Danforth Rd. #405 Toronto, Ontario	100
Mrs. J. Becker, 35 Gondola Cres. Scarborough, Ont.	100	Mr. S. Mihelic, 155 Redgrave Dr. Weston, Ont.	100
Mr. R. A. V. Luke 8 Roanoke Dr. #1006 Don Mills, Ont.	100	Mrs. G. Micks 388 Wharncliffe Rd. S London, Ontario	100
Mr. A. L. Perron, 3 Clarkson Cres. Collingwood, Ont.	75	Mrs. E. Copeland 10 Windoever Dr. Scarborough, Ontario	100
Mr. L. Miller 23 Allan Dale Ave. Markham, Ont.	100	Mrs. K. Gillespie 63 Norway Ave. Toronto, Ontario	100
Mr. S. Marsh, 22 Glengannon Dr. Toronto 16, Ont.	300	Mr. D. Anderson, 166 Danforth Ave. #1 Toronto, Ontario	100
Mr. R. A. MacCaulay 135 Fenelon Dr. #802 Don Mills, Ont.	300	Mrs. E. Loach 272 Belsize Dr. Toronto, Ontario	100
Mrs. B. Habermell 8 Milepost Place #611 Toronto 354, Ont.	200	Mrs. M. Torrens 46 Peplar Ave. Toronto, Ontario	75
Mrs. D. Kavanaugh 59 Treadgold Cres. Don Mills, Ont.	200	Mrs. G. Preddy 27 Thorncliffe Pk. Dr. #514 Toronto 17, Ont.	75
Mrs. J. Longstaffe, 411 Royal York Rd. #2, Toronto 18, Ontario	200	Miss R. Willison 448 O'Connor, Toronto, Ontario	100
Mr. F. C. Nevin 10 McNairn Ave. #H2, Toronto 12, Ont.	200	Mrs. M. Hamm, 43 Raywood Ave. London Ontario	100
Mr. A. Cassella 173 Westmount Ave. Toronto, Ontario	200	Mr. F. B. Andrews, 318 Millbank Dr. London, Ontario	100
Mr. G. Appolinaro 27 Harlow Cres. Rexdale, Ont.	200	Mr. M. R. Pearce, 125 Oxford St. E. #1 London, Ontario	75
Mr. G. Peterson 27 Veery Place, Don Mills, Ont.	200	Mr. R. G. Cowbrough, 1080 Edgeleigh Port Credit, Ontario	100
Miss V. Peever, 18 Brownlow Ave. #301 Toronto, Ontario	100	Mrs. B. Bacon 61 Talbot Street S. Lambeth, Ontario	100
Mrs. D. Simpson 359 Riverdale Ave. Toronto, Ontario	100	Mr. W. E. Davies, 996 Huron St. London, Ontario	100
Mrs. K. Bethley 160 Cosburn Ave. #227 Toronto, Ontario	100	Mr. G. Smale, R. R. #4, London, Ontario	100
Mrs. G. Haist, 44 Thorncliffe Park Dr. #414 Toronto 17, Ontario	100	Mrs. I. Mayer, 244 King Edward Ave. London, Ontario	100

SAYVETTE LIMITED

Mr. A. Vierra 103 Burndale Ave. Willowdale, Ont.	200
Mr. E. Yearsley 1083 Meredith Ave. Mississauga, Ont.	200
Mrs. M. Watkinson 6 Still Brook Court, West Hill, Ont.	100
Mr. R. Moses, 3832 Bathrust St. Downsview, Ont .	100
Mr. F. Hobbs 139 Parkview Ave. Willowdale, Ont.	100
Mr. D. Mills, 51 Bruce Dale Cres. Willowdale, Ont.	100
Mr. J. Tierney 31 Casewell Dr. Willowdale, Ont.	100
Mrs. M. Karu 65 Beaverston Rd. Richmond Hill, Ont.	100
Mrs. M. Betterley 394 Fox Avenue London, Ontario	100
Mrs. A. Wilkins .1827 Victoria Park #204 Scarborough, Ont.	100
Mrs. C. Van Der Maaden 1550 Applewood Rd. Port Credit, Ont.	100
Mrs. J. Hogan 178 Patricia Ave. Willowdale, Ont.	100
Mr. B. Wristen 1275 Brimley, #110 Scarborough, Ont.	400

SCHEDULE "6"

F. H. DEACON & COMPANY LIMITED 105 ADELAIDE STREET WEST, TORONTO, ONTARIO	377,930 shares
LOBLAW GROCETERIAS CO. LIMITED 545 LAKE SHORE BOULEVARD WEST, TORONTO 2B, ONTARIO	800,000 shares
GEORGE WESTON LIMITED Suite #1500, 22 KING STREET WEST, TORONTO, ONTARIO	196,460 shares
ROYTOR & CO. #1 A/C. c/o the ROYAL BANK OF CANADA, 20 KING STREET WEST (Nominees) TORONTO, ONTARIO	31,432 shares
MORGAN, OSTIGUY & NUDSON, INC., 500 OUEST, RUE ST. JACQUES (Nominees) MONTREAL, QUEBEC	22,190 shares

FINANCIAL STATEMENTS

SAYVETTE LIMITED

CONSOLIDATED BALANCE SHEET

NINE MONTHS ENDED SEPTEMBER 27, 1969 AND SEPTEMBER 28, 1968

		<u>ASSETS</u>				<u>LIABILITIES</u>	
		Sept. 27th 1969	Sept. 28th 1968			Sept. 27th 1969	Sept. 28th 1968
<u>CURRENT</u>				<u>CURRENT</u>			
Cash		\$ 60,424	\$ 68,035	Bank Advances		\$1,600,000	\$1,600,000
Accounts Receivable (after deducting allowances for doubtful accounts)		79,328	84,660	Accounts Payable & accrued liabilities		1,535,377	2,117,186
Inventories		3,569,612	4,059,970	Sales and Other Taxes		78,237	79,932
Prepaid Expenses		<u>782,461</u>	<u>309,706</u>	Demand Loan		<u>86,128</u>	<u>398,263</u>
		4,491,825	4,522,371	Loan Payable, 7½% due March 27, 1970 7½% due March 31, 1969		<u>3,299,742</u>	<u>4,195,381</u>
						3,000,000	-
							2,500,000
<u>Fixed Assets</u>				<u>Shareholders' Equity</u>			
Fixtures & Equipment		1,769,434	1,694,132	Capital Stock			
Less: Accumulated Depreciation		<u>693,060</u>	<u>522,571</u>	Authorized 2,500,000 shares without par value			
		1,076,374	1,171,561				
Leasehold Improvements		945,903	823,287	Issued - fully paid 1,239,775 shares		<u>5,722,283</u>	<u>5,702,488</u>
Less: Amortization to date		<u>281,808</u>	<u>203,595</u>	Deficit December 29, 1969		5,158,762	5,222,124
		664,095	619,692	Adjustment - 1967		-	153,117
		<u>1,740,469</u>	<u>1,791,253</u>	Loss to Date		<u>5,158,762</u>	<u>5,375,241</u>
						388,102	448,334
						<u>5,546,864</u>	<u>5,823,575</u>
<u>Other</u>							
Fixture Rent		197,302	260,670				
New Store Expenses		<u>45,565</u>	<u>-</u>				
		242,867	260,670				
		<u>\$6,475,161</u>	<u>\$6,574,294</u>				
						<u>175,419</u>	<u>(121,087)</u>
						<u>\$6,475,161</u>	<u>\$6,574,294</u>

CERTIFIED CORRECT ACCORDING TO
THE BOOKS OF THE COMPANY

A. GOLD Director
and President

CONSOLIDATED STATEMENT OF SOURCE AND
APPLICATION OF FUNDS

NINE MONTHS ENDED SEPTEMBER 27, 1969 AND SEPTEMBER 28, 1968

<u>SOURCE OF FUNDS</u>	<u>1969</u>	<u>1968</u>
Issue of shares	\$ 19,795	\$ -
Items not involving an outlay of funds:-		
Depreciation	168,182	124,295
Amortization of deferred charges	1,494	200,376
	<u>189,471</u>	<u>324,671</u>

APPLICATION OF FUNDS

Loss for period	388,102	448,334
Addition to fixed assets	<u>125,919</u>	<u>37,895</u>
	<u>514,021</u>	<u>486,229</u>
Reduction of Working Capital	324,550	161,558
Working Capital beginning of year	1,516,633	641,665
Less Surplus adjustment		153,117
	<u>1,516,633</u>	<u>488,548</u>
Working Capital at End of Period	<u>\$1,192,083</u>	<u>\$326,990</u>

CERTIFIED CORRECT ACCORDING TO THE
BOOKS OF THE COMPANY.

A. GOLD

Director

and President

OPERATING SUMMARY

	<u>SEPT. 27TH 1969</u>	<u>SEPT. 28TH 1968</u>
NET SALES	\$17,337,811	\$16,107,990
NET LOSS	338,102	448,334

CERTIFIED CORRECT ACCORDING TO THE
BOOKS OF THE COMPANY.

A. GOLD

Director

and President

YORK TRADING LIMITED
(Incorporated under the laws of Ontario)

BALANCE SHEET

OCTOBER 11, 1969

ASSETS

CURRENT ASSETS

Cash	\$	1,700	
Accounts receivable, including \$1,213 receivable from affiliated companies, less allowance for doubtful accounts		911,356	
Merchandise inventory, at lower of cost and market		2,390,316	
Prepaid expenses		<u>32,303</u>	\$3,342,675

INVESTMENT, at cost

528

FIXED ASSETS, at cost

Land		65,056	
Buildings and equipment		<u>1,167,453</u>	
		1,232,509	
Less accumulated depreciation		<u>782,850</u>	449,659

OTHER ASSETS

Accounts receivable and advances subject to special repayment terms, less allowance for doubtful accounts		87,143	
Special refundable tax		<u>4,648</u>	91,791
			<u>\$3,885,053</u>

LIABILITIES

CURRENT LIABILITIES

Bank advances, secured by assignment of book debts	\$	582,101	
Accounts payable and accrued liabilities, including \$56,912 payable to affiliated companies		689,164	
Income and other taxes payable		129,269	
Principal due within one year on long term debt		<u>1,335</u>	\$1,401,889

LONG TERM DEBT

6% Mortgage payable, maturing February 15, 1973		4,642	
Less principal included in current liabilities		<u>1,335</u>	3,307

DEFERRED INCOME TAXES

1,441

SHAREHOLDERS' EQUITY

CAPITAL STOCK

Authorized - 30,000 common shares of no par value			
Issued - 26,433 shares		26,700	

RETAINED EARNINGS

	<u>2,451,716</u>	<u>2,473,416</u>
		<u>\$3,885,053</u>

Approved by the Board

Director

Director

STATEMENT OF INCOME

28 WEEKS ENDED OCTOBER 11, 1969

Sales		<u>\$15,551,102</u>
Income before undernoted items		<u>356,875</u>
Deduct		
Depreciation		40,809
Interest on long term debt		175
Income taxes		
Current	\$165,707	
Deferred	<u>(659)</u>	<u>163,048</u>
		<u>209,022</u>
Net income for the period		<u>\$ 147,853</u>

Note

Other statutory information
Remuneration of directors and senior officers (as defined by The Corporations
Act) amounted to \$36,489.

STATEMENT OF RETAINED EARNINGS

28 WEEKS ENDED OCTOBER 11, 1969

Balance at beginning of period	\$ 2,303,893
Net income for the period	<u>147,853</u>
Balance at end of period	<u>\$ 2,451,716</u>

YORK TRADING LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

28 WEEKS ENDED OCTOBER 11, 1969

Source of funds		
Operations		
Net income for the period	\$ 147,823	
Items not requiring current funds		
Depreciation	40,829	
Deferred income taxes	(659)	
Loss on sale of fixed assets	100	
	<u>188,093</u>	
Special refundable tax	3,022	
Proceeds from sale of fixed assets	<u>400</u>	\$ 191,515
Application of funds		
Additions to fixed assets	637	
Decrease in non-current portion of mortgage payable	789	
Net increase in accounts receivable and advances subject to special repayment terms	<u>3,261</u>	<u>4,687</u>
Increase in working capital		186,828
Working capital at beginning of period		<u>1,753,958</u>
Working capital at end of period		<u>\$1,940,786</u>

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Loblaw Groceterias Co., Limited, 545 Lakeshore Boulevard West, Toronto 2B, Ontario.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The cost to the Company, of the 26,250 common and 1,942,500 preference shares of York Trading Limited, is 1,191,780 treasury shares of the Company. There is no present market value quoted for the shares of York Trading Limited. The Company has no other investments in shares.
18. Brief statement of any lawsuits pending or in process against company or its properties.	NIL
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	NIL
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED December 3, 1969.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Gold"

"F.E. Grimshaw"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE *See Trus*

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)